

RECORDATION NO. 21047-V FILED

JUN 24 '04

1:49 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

20036  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

June 24, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release (Amtrak HS-EDC-3), dated as of June 24, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which was filed with the Board under Recordation Number 21047.

The name and address of the party to the enclosed document are:

Secured Party: Export Development  
151 O'Connor Street  
Ottawa, Canada K1A 1K3

[Debtor: National Railroad Passenger  
Corporation  
60 Massachusetts Avenue, N.E.  
Washington, D.C. 20002]

Mr. Vernon A. Williams  
June 24, 2004  
Page Two

A description of the railroad equipment covered by the enclosed document is:

High-Speed Trainset Number 3 bearing AMTK reporting marks and road numbers attached hereto.

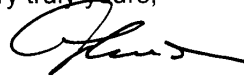
A short summary of the document to appear in the index is:

Termination and Release

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

## DESCRIPTION OF UNITS

(AMTRAK TRUST HS-EDC-3)

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 3 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2000 AMTK 2002
One (1) First Class Car	AMTK 3206
Three (3) Coach Cars	AMTK 3504 AMTK 3506 AMTK 3520
One (1) Bistro Car	AMTK 3303
One (1) End Coach Car	AMTK 3402

RECORDATION NO.

21047-V  
FILED

TERMINATION AND RELEASE  
(AMTRAK TRUST HS-EDC-3)

JUN 24 '04

1:49 PM

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE (AMTRAK TRUST HS-EDC-3) dated as of June 24, 2004 (the "*Termination Agreement*") is made by EXPORT DEVELOPMENT CANADA (formerly known as Export Development Corporation), 151 O'Connor Street, Ottawa, Ontario, Canada K1A 1K3 (hereinafter "*EDC*").

W I T N E S S E T H :

WHEREAS, National Railroad Passenger Corporation ("*Amtrak*"), MBK Rail Finance Corporation, and EDC entered into that certain Loan Agreement, dated as of December 2, 1997 (as amended, modified or supplemented from time to time, the "*1997 Loan Agreement*"), pursuant to which MBK Rail Finance Corporation loaned funds to Amtrak for the purpose of acquiring those passenger rail cars identified on Annex A hereto (collectively, the "*1997 Mortgaged Rail Cars*");

WHEREAS, Amtrak and EDC entered into that certain Security Agreement (Mortgage), dated as of December 2, 1997 (as amended, modified or supplemented from time to time, the "*1997 Security Agreement*"), that was recorded with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) on December 9, 1997 at 10:35 a.m. under Recordation No. 21047, pursuant to which Amtrak granted to EDC a security interest in the 1997 Mortgaged Rail Cars;

WHEREAS, on the date hereof, Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as owner trustee ("*Owner Trustee*"), under that certain Trust Agreement (Amtrak Trust HS-EDC-3) dated as of November 1, 2000 has made arrangements satisfactory to Amtrak and EDC for the purchase of the 1997 Mortgaged Rail Cars;

WHEREAS, on the date hereof, Amtrak has delivered to the Owner Trustee, against receipt of the purchase price therefor, a bill of sale with respect to the 1997 Mortgaged Rail Cars.

NOW, THEREFORE, EDC agrees as follows:


Section 1. Termination and Release of the Mortgaged Rail Cars. All right, title and interest of EDC in and to the 1997 Mortgaged Rail Cars, arising from and through the 1997 Security Agreement, is hereby terminated and released.

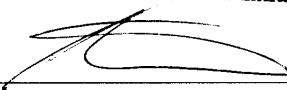
Section 2. Further Assurances. EDC hereby agrees to execute and deliver to Owner Trustee, at Owner Trustee's cost and expense, such additional instruments, notices, or releases as Owner Trustee may reasonably request to effectuate the foregoing provisions of this Termination and Release.

Section 3. Representations and Warranties. EDC represents and warrants that this Termination Agreement constitutes the legal and valid obligation of EDC, enforceable against EDC in accordance with its terms, and EDC has full authority to terminate and release all of its right, title and interest in and to the 1997 Mortgaged Rail Cars.

IN WITNESS WHEREOF, EDC has caused this Termination and Release to be  
duly executed by its duly authorized representative as of the day and year first above written.

EXPORT DEVELOPMENT CANADA  
(formerly known as Export Development  
Corporation),  
as Collateral Agent

By:   
Name: **Colleen Lalonde**  
Title: **Financial Services Manager**

By:   
Name: \_\_\_\_\_  
Title: **Peter Johnston**  
**Financial Services Manager**

Province of Ontario )  
 ) SS.:  
CANADA )

On this, the 16<sup>th</sup> day of June, 2004, before me, a Notary Public, personally appeared Colleen Lalonde and Peter Johnston, who being by me duly sworn say that they are Financial Services Managers of EXPORT DEVELOPMENT CANADA (formerly known as Export Development Corporation), that said instrument was signed on June 16, 2004 on behalf of said corporation by authority of its Board of Directors, and they acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

*10/2/99*

Norman Grant Bayne  
Notary Public  
My Commission does not expire

DESCRIPTION OF UNITS

(AMTRAK TRUST HS-EDC-3)

<u>Equipment Type</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 3 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2000 AMTK 2002
One (1) First Class Car	AMTK 3206
Three (3) Coach Cars	AMTK 3504 AMTK 3506 AMTK 3520
One (1) Bistro Car	AMTK 3303
One (1) End Coach Car	AMTK 3402